

FEB 23 2000

Corporations Section

**ASSUMED NAME CERTIFICATE
FOR FILING WITH THE SECRETARY OF STATE**

1. The name of the corporation, limited liability company, limited partnership, or registered limited liability partnership as stated in its articles of incorporation, articles of organization, certificate of limited partnership, application for certificate of authority or comparable document is
W. T. Byler Co., Inc.
2. The assumed name under which the business or professional service is or is to be conducted or rendered is
RailWorks WT Byler
3. The state, country, or other jurisdiction under the laws of which it was incorporated, organized or associated is Texas, and the address of its registered or similar office in that jurisdiction is
800 Brazos, Austin, TX 78701
4. The period, not to exceed 10 years, during which the assumed name will be used is
ten (10) years
5. The entity is a (check one):
 - A.

<input checked="" type="checkbox"/> Business Corporation	<input type="checkbox"/> Non-Profit Corporation
<input type="checkbox"/> Professional Corporation	<input type="checkbox"/> Professional Association
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Registered Limited Liability Partnership	
 - B. If the entity is some other type business, professional or other association that is incorporated, please specify below (e.g., bank, savings and loan association, etc.)
N/A
6. If the entity is required to maintain a registered office in Texas, the address of the registered office is 800 Brazos, Austin, Texas 78701
_____ and the name of its registered agent
at such address is Corporation Service Company DBA CSC-Lawyers Incorporating Service Company
The address of the principal office (if not the same as the registered office) is
15203 Lillja Road, Houston, Texas 77060

SECRETARY OF STATE

7. If the entity is not required to or does not maintain a registered office in Texas, the office address in Texas is N/A

and if the entity is not incorporated, organized or associated under the laws of Texas, the address of its place of business in Texas is N/A

and the office address elsewhere is N/A

8. The county or counties where business or professional services are being or are to be conducted or rendered under such assumed name are (if applicable, use the designation "ALL" or "ALL EXCEPT")
ALL

9. The undersigned, if acting in the capacity of an attorney-in-fact of the entity, certifies that the entity has duly authorized the attorney-in-fact in writing to execute this document.

W. T. Byler, Inc.

By Ivan Click - Ivan Click
Signature of officer, general partner, manager, Vice President
representative or attorney-in-fact of the entity

State of Texas §

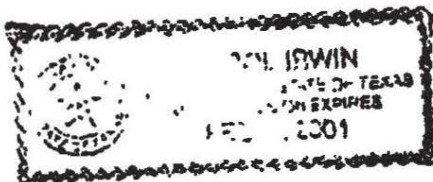
County of Lewis §

This instrument was acknowledged before me on 1/3/2000 by
(date)

Ivan Click

(name of person acknowledging)

(Notary Seal)



Carl Swin
Signature of Notary
Notary Public, State of Texas